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February 25, 2002

BY HAND

Thomas E. Neely, Esq.
Hale and Dorr LLP
60 State Street
Boston, MA 02109

RE: Zone Perfect Nutrition Bars and Zone Perfect Web Site

Dear Tim:

I want to bring to your attention two matters of which I recently became aware.

First, I have learned that Zone Perfect bars, bearing Barry Sears' name, still are being offered for sale by retailers. As a few examples, I enclose a copy of a February 2002 CVS circular, showing pictures of a bar with Barry Sears' name on it, which apparently is being offered for sale at CVS, as well as copies of a bar wrapper and point-of-purchase display acquired from a store in Canada in February 2002. Under the Agreement among the parties, all use of Barry Sears' name (as well as other "Publicity Rights" under the Agreement) was required to have ceased a number of months ago. The foregoing constitutes a breach of the Agreement.

Second, I wanted to bring to your attention a matter regarding Zone Perfect's unauthorized use on the <zoneperfect.com> web site of some of Barry Sears' copyrighted works. Specifically, in connection with Dr. Robert Johnston's "Inside the Zone: Features" column, we have observed the following unauthorized copying and uses of Barry Sears' intellectual property:

- (1) Dozens of examples of rote copying of text from "The Anti-Aging Zone," including, but not limited to, the following:
 - From the "What About Anti-Aging Zone Supplements" article:

"Although the relative outputs of thyroid and cortisol are best determined by a 24-hour urine collection, in the final analysis how you feel will determine the amounts and ratio of thyroid and cortisol (if required). Again, it comes back to listening to your body, recording the information, and finding a knowledgeable physician to work with you to fine-tune your hormonal supplementation program."
 - From "The Anti-Aging Zone" text, pp. 271-72:

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"Although the relative outputs of thyroid and cortisol are best determined by a 24-hour urine collection (to average out the different outputs of cortisol caused by circadian rhythms), in the final analysis how you feel will determine the amounts and ratio of thyroid and cortisol (if required). Again, it comes back to listening to your body, recording the information, and finding a knowledgeable physician to work with you to fine-tune your hormonal supplementation program."

(2) Dozens of examples of slight changes and/or paraphrasing of text from "The Anti-Aging Zone," including, but not limited to, the following:

- From the "Hormones Available Over-The-Counter" article:

"How much should you take? Although it appears very safe, in England, Canada, and France melatonin requires a physician's prescription. If you are not working with a physician to monitor your blood levels, Dr. Sears suggests, 'Plan to take no more than 1 mg of sustained release melatonin right at bedtime.'"

- From "The Anti-Aging Zone" text, p. 274:

"The next question is how much to take. Melatonin appears to be very safe, even though it is banned from over-the-counter sale in England, Canada, and France – and you need a physician's prescription to obtain it. If you are not working with a physician to monitor your blood levels, plan to take no more than 1 mg of sustained release melatonin right at bedtime."


(3) Reprinting of charts, graphs, pictures, and other expressive elements from "The Anti-Aging Zone," including the following:

- Unauthorized reprinting of the "AntiAging Pyramid" picture from "The Anti-Aging Zone"
- Unauthorized reprinting of and revisions to the "Ranking of Nutritional Supplements" from "The Anti-Aging Zone"

As you can appreciate, we are deeply concerned and troubled by such unauthorized use of Barry Sears' intellectual property and the breaches of the Agreement that they represent.

Please let me know of your client's response.

Sincerely,


Stephen A. Hurwitz

Enclosures

cc: Barry D. Sears, Ph.D. (w/encls.)
Douglas K. Sears (w/encls.)

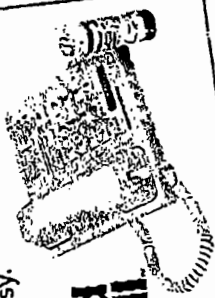
CVS 2002

Prescription refills ready when you want them.

That's Rapid Refill™.

Using the phone number on your prescription vial, simply call your local CVS/pharmacy on your touch tone phone. Then enter your refill number and the time you would like to pick up your prescription. It's that easy.

CVS Rapid Refill



February is Heart Health Month



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50% OFF
REGULAR RETAIL

*While supplies last

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1.76 oz.

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ExtraCare Sale Price Without Coupon & Rebate 7.99

- Grit Free
- Non Thickening
- Flavor Free
- Dissolves Completely In Beverages and Soft Foods



ExtraCare Sale Price with card & coupon... 7.99
Min's Multi-Habitat... 5.99
In Ad Coupon... 2.00
Final Price After Rebate... **FREE**

2.00 COUPON
Limit one per customer.
EXPIRES: 2/16/02



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KELLOGG'S
AN EXCELLENCE IN CALCIUM!

Nutri-Grain 1.99

CVS BLOOD PRESSURE MONITOR
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25% OFF



LAMISIL OR DESENEX
ExtraCare Sale Price

25% OFF
REGULAR RETAIL



ZONEPERFECT BAR VARIETY PACK / BARRES ZONEPERFECT PACK À CHOIX

3-CHOCOLATE RASPBERRY Flavour /
Savour de CHOCLAT et FRAMBOISE

3-APPLE CINNAMON CRUNCH Flavour /
Savour de CANNELÉ-PONNE-CROQUANTE

2-STRAWBERRY YOGURT Flavour /
Savour de YOGOURT DE FRAISE

4-HONEY PEANUT Flavour /
Savour de MIEL et ARACHIDES

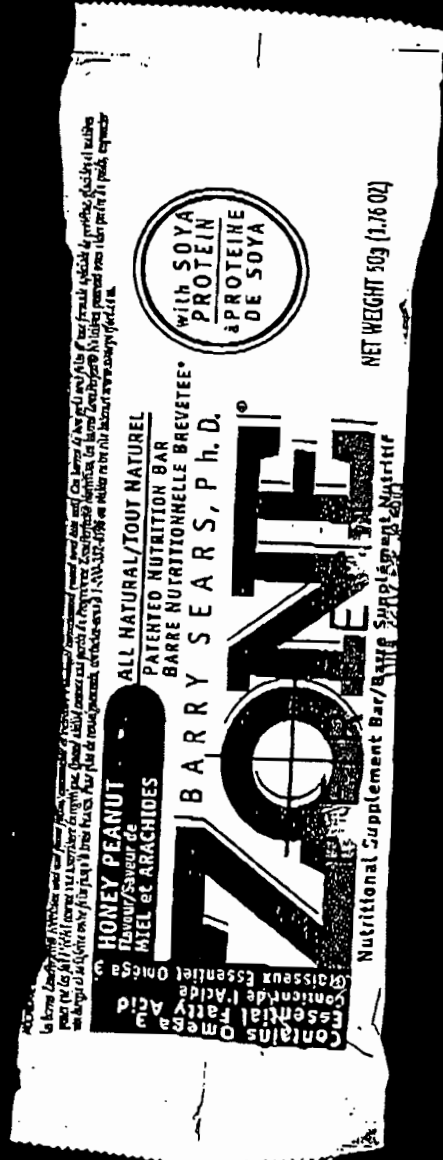
BARRY SEARS, P. H. D.

ZONEPERFECT

14 BARS (50g PER BAR) /

14 BARRES (50g PAR BARRE)

NET WEIGHT 700 G (24.64 OZ)



GENERAL NUTRITION CENTRES

GNC 4019

2660 YONGE ST

TORONTO, ON M4P2J5

416-480-9381 02/17/02 S04019 R002

00848997 DP-ZONE HONEY 2.99N

NUMBER OF ITEMS	1.000
SUB TOTAL	2.99
GST TAX	.00
TOTAL	2.99
AMOUNT TENDERED	
CASH	5.00

CHANGE 2.01

*** DISCOUNT SUMMARY ***

TOTAL REGULAR PRICE 2.99

WE HAVE A
HEALTHY ATTITUDE
AT GNC

#J5113 60 03:30 PM S04019 R002
02/17/02

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